

LANDAIR CORP
Form SC TO-T/A
January 21, 2003

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**SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D. C. 20549**

**SCHEDULE TO/A
(RULE 14d-100)**

TENDER OFFER STATEMENT UNDER
SECTION 14(d) (l) OR 13(e) (l)
OF THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 4)

LANDAIR CORPORATION
(Name of Subject Company (Issuer))

SCOTT M. NISWONGER (Offeror)
JOHN A. TWEED (Offeror)
LANDAIR ACQUISITION CORPORATION (Offeror)
(Names of Filing Persons (Identifying Status as Offeror, Issuer or Other Person))

Common Stock, par value \$.01 per share
(Title of Class of Securities)

514757103
(CUSIP Number of Class of Securities)

Scott M. Niswonger
430 Airport Road
Greeneville, TN 37745
(423) 783-1300
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications on Behalf of Filing Persons)

COPY TO:
William C. Argabrite
Hunter, Smith & Davis LLP
1212 North Eastman Road
P.O. Box 3740
Kingsport, Tennessee 37664
(423) 378-8829

CALCULATION OF FILING FEE

| Transaction Valuation* | Amount of Filing Fee** |
|-------------------------------|-------------------------------|
| \$27,650,480 | \$5,500 |

- * Estimated for purposes of calculating filing fee only. Calculated as the product of \$13.00, the per share tender offer price for all of the outstanding shares of common stock of Landair Corporation and 2,126,960, the number of outstanding shares sought in the offer.
- ** The amount of the filing fee, calculated in accordance with Rule 0-11(d) of the Securities Exchange Act of 1934, as amended, equals 1/50th of one percent of the aggregate value of the cash offered by Messrs. Niswonger and Tweed and Landair Acquisition Corporation for such number of shares of Landair common stock.
- x Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Edgar Filing: LANDAIR CORP - Form SC TO-T/A

Amount Previously Paid: \$5,500

Filing Parties:

Scott M. Niswonger
John A. Tweed
Landair Acquisition Corporation

Form or Registration No.: 005-54679

Date Filed:

December 23, 2002

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Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

third-party tender offer subject to Rule 14d-1.

issuer tender offer subject to Rule 13e-4.

going-private transaction subject to Rule 13e-3.

amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

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SCHEDULE 13D INFORMATION

ITEM 12. EXHIBITS.

SIGNATURE PAGE

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**SCHEDULE 13D
INFORMATION**

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Scott M.
Niswonger

2CHECK THE
APPROPRIATE
BOX IF A
MEMBER OF A
GROUP

(a) x
(b) o

3SEC USE
ONLY

4SOURCE OF
FUNDS BK, PF

5CHECK BOX IF
DISCLOSURE OR
LEGAL
PROCEEDINGS
IS REQUIRED
PURSUANT TO
ITEM 2(d) OR
2(e)

6CITIZENSHIP
OR PLACE OF
ORGANIZATION United
States

7 SOLE
VOTING
POWER
NUMBER
OF 4,242,630
shares of Common
Stock**SHARES**

BENEFICIALLY 8 SHARED
VOTING
POWER
OWNED
BY 0 shares of
Common
Stock**EACH**

REPORTING 9 SOLE
DISPOSITIVE
POWER
PERSON 4,242,630
shares of Common

StockWITH

10 SHARED
DISPOSITIVE
POWER 0
shares of Common
Stock

11AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON shares of
Common Stock,
consisting of
4,241,730 shares of
Common Stock
held directly and
900 shares held
indirectly.

12CHECK BOX IF
THE
AGGREGATE
AMOUNT IN
ROW
(11) EXCLUDES
CERTAIN
SHARES^o

13PERCENT OF
CLASS
REPRESENTED
BY AMOUNT IN
ROW (11) 58.0%
Common Stock

14TYPE OF
REPORTING
PERSON IN, HC

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**SCHEDULE 13D
INFORMATION**

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

John A. Tweed

2CHECK THE
APPROPRIATE
BOX IF A
MEMBER OF A
GROUP

(a) x
(b) o

3SEC USE
ONLY

4SOURCE OF
FUNDS BK, PF

5CHECK BOX IF
DISCLOSURE OR
LEGAL
PROCEEDINGS
IS REQUIRED
PURSUANT TO
ITEM 2(d) OR
2(e)o

6CITIZENSHIP
OR PLACE OF
ORGANIZATION United
States

7 SOLE
VOTING
POWER
NUMBER
OF 967,536
shares of Common
Stock**SHARES**

BENEFICIALLY 8 SHARED
VOTING
POWER OWNED
BY 0 shares of
Common
Stock**EACH**

REPORTING 9 SOLE
DISPOSITIVE
POWER PERSON 967,536
shares of Common
Stock**WITH**

10 SHARED
DISPOSITIVE
POWER 0
shares of Common
Stock

11AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON shares of
Common Stock,
consisting of
967,536 shares of
Common Stock
held directly.

12CHECK BOX IF
THE
AGGREGATE
AMOUNT IN
ROW
(11) EXCLUDES
CERTAIN
SHARES_o

13PERCENT OF
CLASS
REPRESENTED
BY AMOUNT IN
ROW (11) 13.0%
Common Stock

14TYPE OF
REPORTING
PERSON IN

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**SCHEDULE 13D
INFORMATION**

| | |
|-----------|--|
| 1 | NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON |
| | LANDAIR ACQUISITION CORPORATION |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP |
| (a) | <input checked="" type="checkbox"/> x |
| (b) | <input type="checkbox"/> o |
| 3 | SEC USE ONLY |
| 4 | SOURCE OF FUNDS BK |
| 5 | CHECK BOX IF DISCLOSURE OR LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)o |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION Tennessee |
| 7 | SOLE VOTING POWER NUMBER OF 0 shares of Common Stock SHARES |
| 8 | BENEFICIALLY SHARED VOTING POWER OWNED BY 0 shares of Common Stock EACH |
| 9 | REPORTING SOLE DISPOSITIVE POWER PERSON 0 shares of Common Stock WITH |
| 10 | SHARED DISPOSITIVE POWER 0 shares of Common Stock |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0 shares of Common Stock |

12CHECK BOX IF THE
AGGREGATE AMOUNT IN
ROW (11) EXCLUDES
CERTAIN SHARES_o

13PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11) 0%
Common Stock

14TYPE OF REPORTING
PERSON CO

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SCHEDULE TO

This Amendment No. 4 amends and supplements the Tender Offer Statement and Schedule 13E-3 Transaction Statement on Schedule TO filed with the Securities and Exchange Commission on December 23, 2002 by Scott M. Niswonger, John A. Tweed and Landair Acquisition Corporation (the Purchasers), as amended and supplemented on January 13, 2003, January 16, 2003 and on January 17, 2003 (the Schedule TO). This schedule also amends (i) the Schedule 13D filed by Scott M. Niswonger on June 26, 2000, as amended on October 18, 2002, December 17, 2002, December 23, 2002, January 13, 2003, January 16, 2003 and January 17, 2003; (ii) the Schedule 13D filed by John A. Tweed on January 5, 2001, as amended on October 18, 2002, December 17, 2002, December 23, 2002, January 13, 2003, January 16, 2003 and January 17, 2003; (iii) the Schedule 13D filed by Landair Acquisition Corporation as a member of a group consisting of Purchasers on December 23, 2002, as amended on January 13, 2003, January 16, 2003 and January 17, 2003. The Schedule TO relates to the offer by Purchasers to purchase all of the outstanding shares of common stock, par value \$.01 per share (the Shares), of Landair Corporation, a Tennessee corporation (the Company), at a purchase price of \$13.00 per share, net to the seller in cash (the Offer Price) upon the terms and subject to the conditions set forth in the Offer to Purchase dated December 23, 2002 (the Offer to Purchase), as amended and supplemented by the amendment and supplement thereto dated January 13, 2003 (the Supplement) and the Letter to the Shareholders of Landair Corporation dated January 15, 2003, and in the related Letter of Transmittal (which together, as they may be amended or supplemented from time to time, constitute the Offer).

Unless otherwise stated below, the information set forth in the Offer to Purchase, as amended and supplemented by the Supplement (including all schedules thereto), the Letter to the Shareholders of Landair Corporation dated January 15, 2003 and the amendments included in Amendment No. 2 and Amendment No. 3 to the Schedule TO filed on January 16, 2003 and January 17, 2003, respectively, is hereby expressly incorporated herein by reference in response to all items of this Schedule TO, including, without limitation, all of the information required by Schedule 13E-3 that is not included or covered by the items in Schedule TO.

ITEM 12. EXHIBITS.

The Offer to Purchase and the Supplement attached as Exhibits (a)(1)(i) and (a)(1)(vi), respectively, to the Schedule TO are hereby amended and supplemented by amending the first full paragraph on page 16 of the Supplement to add the following sentence as the penultimate sentence of the paragraph:

Offerors and Purchaser did not rely on or adopt the analysis of the Special Committee or McDonald Investments in formulating the Offer Price or in determining the fairness of the Offer.

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SIGNATURE PAGE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

/s/ Scott M. Niswonger

Scott M. Niswonger

/s/ John A. Tweed

John A. Tweed

LANDAIR ACQUISITION CORPORATION

By: /s/ John A. Tweed

Name: John A. Tweed
Title: President

Dated: January 21, 2003